

EXHIBIT S

BOUT AGREEMENT

UFC 140

This Bout Agreement is made as of the date set forth below (the "**Effective Date**") by and between ZUFFA, LLC, a Nevada limited liability company ("**ZUFFA**") d/b/a Ultimate Fighting Championship ("**UFC**"), and **FIGHTER**.

Hallman

13. Choice of Law/Exclusive Jurisdiction and Venue. Any controversy arising from or relating to this Bout Agreement shall be subject to the governing law, exclusive jurisdiction and venue provisions set forth in the Promotional Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Bout Agreement, and the Term Sheet attached hereto as Exhibit "A", as of the dates set forth below, the later of which shall be the Effective Date.

ZUFFA, LLC

Signature: 

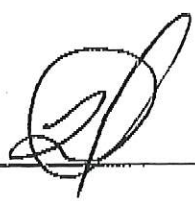
Printed Name: Kirk D. Hendrick, COO

Date: 11/7/2011

Opponent: John Makdessi

Event: UFC 140

FIGHTER

Signature: 

Printed Name: Dennis Hallman

Date: 9/10/11

Social Security No.:

Passport No.:

Passport Expiration Date: